

**OSTER****Researching Services**

12897 Colonial Drive • Mt. Airy, MD 21771

Office/Fax: 301-253-6040

maryannoster@comcast.net

March 23, 2009

RECORDATION NO. 27851 FILED

MAR 23 '09 -2 02 PM

SURFACE TRANSPORTATION BOARD

Anne Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 3/16/09 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue So.  
Minneapolis, MN 55402

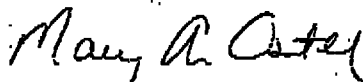
Debtor: West Plains Co.  
4800 Main Street  
Kansas City, MO 64112

Equipment: 3, Locomotives  
NRI 49, 613, 614

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.  
Thank you.

Summary: Memorandum of Security Agreement dated 3/16/09 between Wells Fargo Equipment Finance, Inc. as Secured Party and West Plains Co. as Debtor including 3 Locomotives marked NRI 49, 613, 614.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosures

MAR 23 '09

-2 2 PM



Wells Fargo Equipment Finance  
 Investors Building, Suite 700  
 733 Marquette Ave So  
 Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

**Memorandum of Security Agreement**

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this Sixteenth day of March, 2009, by and between West Plains Co., a Nebraska corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC. a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of March 16, 2009 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated March 16, 2009 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Three (3) Locomotives with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc.

West Plains Co.

By: [Signature]By: [Signature]Title: Sr. Contract AdminTitle: DEEC VP / CFO

**WELLS  
FARGO**

Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Suite 700  
Minneapolis, MN 55402

**Schedule A**

To Memorandum to Security Agreement

Contract Number 0255890-700 dated as of March 16, 2009

Debtor: West Plains Co.

**Equipment Description (Including Markings and #'s): Three (3) Locomotives as more completely described below:**

| Year | ID No:      | Engine    |
|------|-------------|-----------|
| 1952 | GP7 NRI 49  | 16-567B/C |
| 1972 | SD9 NRI 613 | 16-567C   |
| 1972 | SD9 NRI 614 | 16-567C   |

Equipment originally located at: 111 North Main, Chandron, NE 68337

Dated: March 16, 2009

Debtor: West Plains Co.

By:

Title:

*[Signature]*  
JETER v d / CPO



STATE OF Missouri  
COUNTY OF Jackson

On this 17 day of March, 2008, before me, a Notary Public of the City and State aforesaid, personally appeared Jack Neyens, to me personally known, who being by me duly sworn, says that he is the EVP/CFO of West Plains Co., an Nebraska corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Kathleen Garcia  
Notary Public

My commission expires:

STATE OF Minnesota  
COUNTY OF Heavenly



KATHLEEN P. GARCIA  
My Commission Expires  
June 16, 2011  
Case County  
Commission #07448481

On this 23<sup>rd</sup> day of March, 2008, before me a Notary Public of the City and State aforesaid, personally appeared Peter Naas, to me personally known who being by me duly sworn, says that (he/she) is a Senior Contract of Wells Fargo Bank, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Michael Underwood  
Notary Public

My commission expires: 1/31/2013

